

# TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	01/01/2011		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
AAA Club Affiliates, Inc.		12/31/2010	CORPORATION: CALIFORNIA
RECEIVING PARTY DATA			
Name:	AAA Club Partners, Inc.		
Street Address:	3055 Oak Road		
City:	Walnut Creek		
State/Country:	CALIFORNIA		
Postal Code:	94597		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Serial Number:	85159571	NIMBUS	
CORRESPONDENCE DATA			
Fax Number:	(415)591-1400		
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>			
Phone:	415-591-6805		
Email:	keckhart@winston.com,trademarkssf@winston.com		
Correspondent Name:	Kimberly A. Eckhart		
Address Line 1:	101 California Street		
Address Line 4:	San Francisco, CALIFORNIA 94111-6805		
ATTORNEY DOCKET NUMBER:	250653.01068		
NAME OF SUBMITTER:	Kimberly A. Eckhart		
Signature:	/Kimberly A. Eckhart/		

900182165

TRADEMARK  
REEL: 004459 FRAME: 0708

CH \$40.00 85159571

Date:

01/24/2011

**Total Attachments: 3**

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# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"AAA CLUB AFFILIATES INC.", A CALIFORNIA CORPORATION,  
WITH AND INTO "AAA CLUB PARTNERS, INC." UNDER THE NAME OF  
"AAA CLUB PARTNERS, INC.", A CORPORATION ORGANIZED AND EXISTING  
UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED  
IN THIS OFFICE THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2010, AT  
12:08 O'CLOCK P.M.

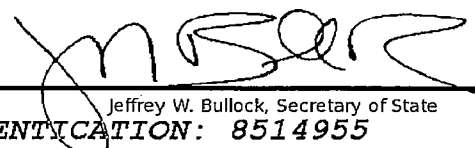
AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF  
THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF JANUARY,  
A.D. 2011, AT 12:01 O'CLOCK A.M.



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You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 8514955

DATE: 01-24-11

TRADEMARK  
REEL: 004459 FRAME: 0710

**CERTIFICATE OF MERGER**  
  
**OF AAA CLUB AFFILIATES INC.**  
**(a California nonprofit mutual benefit corporation)**

**INTO**

**AAA CLUB PARTNERS, INC.**  
**(a Delaware non-stock, non-profit corporation)**

**Under Section 256 of the Delaware General Corporation Law**

The undersigned corporation, formed and existing under and by virtue of the General Corporation Law as enacted in the State of Delaware, does hereby certify that:

**FIRST:** The name and state of incorporation of each of the constituent corporations to the merger are:

(i) AAA Club Affiliates Inc., a California nonprofit mutual benefit corporation ("ACA"); and

(ii) AAA Club Partners, Inc. a Delaware non-stock, non-profit corporation ("ACP" and, together with ACA, the "Constituent Entities").

**SECOND:** A Reorganization Agreement and Plan of Merger dated October 1, 2010 (the "Agreement of Merger") between the Constituent Entities has been approved, adopted, certified, executed and acknowledged by ACA in accordance with Section 8010 of the California Corporations Code and by ACP in accordance with Section 256 of the General Corporation Law of the State of Delaware.

**THIRD:** ACP shall be the surviving corporation of this Merger (the "Surviving Corporation").

**FOURTH:** The Certificate of Incorporation of ACP shall be the Certificate Incorporation of the Surviving Corporation.

**FIFTH:** The executed Agreement of Merger is on file at each of the two principal places of business of the Surviving Corporation, the addresses of which are One River Place, Wilmington, DE 19801 and 3055 Oak Road, Walnut Creek, CA 94597.

**SIXTH:** The effective time of the Merger shall be 12:01 a.m. Eastern Time on January 1, 2011.

**SEVENTH:** A copy of the Agreement of Merger shall be furnished by the Surviving Corporation, on request and without cost, to any member of the Surviving Corporation.

**EIGHTH:** Neither of the Constituent Entities are authorized to issue any capital stock.

**IN WITNESS WHEREOF,** the undersigned has caused this Certificate of Merger to be signed by an authorized officer as of the 31<sup>st</sup> day of December, 2010.

AAA CLUB PARTNERS, INC.  
a Delaware non-stock, non-profit corporation

By James L. Pease, Jr.  
Name: JAMES L. PEASE, JR.  
Title: CEO